

**KHOT INFRASTRUCTURE HOLDINGS, LTD.**

**NOTICE OF MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of the holders of common shares of **Khot Infrastructure Holdings, Ltd.** (the “**Company**”) will be held on **Monday, July 18, 2016** at the hour of **11:30 a.m.** (Eastern time), at Mr. Passin’s office located at 152 West 57th Street, 24th Floor, New York, New York, USA for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2015 and the report of the auditors thereon;
2. To appoint Ernst & Young LLP as auditors for the Company for the ensuing financial year and to authorize the directors to fix their remuneration;
3. To fix the number of directors until the next Annual General Meeting;
4. To elect directors to hold office until the next Annual General Meeting; and
5. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General Meeting.

The Company’s board of directors has fixed **June 13, 2016**, as the **record date** for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), at their offices located on the 9th Floor, 100 University Avenue, Toronto ON M5J 2Y1, or by toll-free fax within North America 1-866-249-7775 by **11:30 AM (Eastern time)** on **July 14, 2016**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual General Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at Vancouver, British Columbia this 13<sup>th</sup> day of June, 2016

**BY ORDER OF THE BOARD OF DIRECTORS**

Yours truly,

(signed) *Donald Padgett*

Donald Padgett  
President and CEO